

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:

**ROYCE HOMES, L.P.
DEBTOR**

§
§
§
§
§
§

**CASE NO. 09-32467-H4-7
CHAPTER 7
JUDGE BOHM**

**Trustee's Motion to Authorize
Second Interim Distribution to Unsecured Creditors
and to Pay Interim Trustee Fees**

This motion seeks an order that may adversely affect you. If you oppose the motion, you should immediately contact the moving party to resolve the dispute. If you and the moving party cannot agree, you must file a response and send a copy to the moving party. You must file and serve your response within 21 days of the date this was served on you. Your response must state why the motion should not be granted. If you do not file a timely response, the relief may be granted without further notice to you. If you oppose the motion and have not reached an agreement, you must attend the hearing. Unless the parties agree otherwise, the court may consider evidence at the hearing and may decide the motion at the hearing.

Represented parties should act through their attorney.

TO THE HONORABLE JEFF BOHM, UNITED STATES BANKRUPTCY JUDGE:

This Motion seeks authorization to make a second interim distribution to certain unsecured creditors of this bankruptcy estate. Every creditor and party in interest of this estate should read and understand this motion. The Motion requests authorization to distribute money to some but not all creditors. Every creditor of this estate will be impacted by this distribution.

Jurisdiction and Venue

This Court has jurisdiction over the subject matter of this Motion pursuant to 28 U.S.C. §1334(b). Venue is proper pursuant to 28 U.S.C. §§1408 & 1409. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A), (B), (K) & (O).

How Creditors are Affected by This Motion

1. “Exhibit A” is an alphabetized list of all creditors who filed a proof of claim. If your name is not on the list, you did not file a proof of claim and will not receive a distribution.
2. “Exhibit B” is an alphabetized list of all creditors who filed secured claims. There will be no interim distribution to secured claims in this estate. If, as a result of future claim reviews it is determined that some secured claims are actually unsecured, then it is possible a distribution will be made on those claims at a later date.
3. “Exhibit C” is an alphabetized list of all priority unsecured and general unsecured creditors who will NOT receive a payment from the second interim distribution because the Trustee is in the process of reviewing these claims. In the first interim distribution the Trustee reserved money to pay these claims in the event the Trustee’s review shows the claims should be paid or, the Trustee objects to the claim and the creditor obtains an order for the claim to be paid. The second interim distribution also reserves money in case some of these claims are allowed.
4. “Exhibit D” is an alphabetized list of General Unsecured Creditors who will receive a distribution from this second interim distribution. It shows the first interim distribution and the proposed second interim distribution.

Background

5. On April 7, 2009 (the “Petition Date”), four of Royce Homes’s creditors, Wisenbaker Builder Services, Inc., Suncoast Post Tension, Ltd., Builders Mechanical, Inc., and Luxury Baths by Arrow (collectively, the “Petitioning Creditors”) filed a chapter 7 involuntary petition against Royce Homes, L.P. (the “Debtor”). On April 30, 2009, the Court entered the Order for Relief under Chapter 7 of Title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Court”). The Bankruptcy Case is pending as Case No. 09-32467 before this Court.
6. Rodney D. Tow serves as the duly qualified and acting Chapter 7 trustee of the Debtor's estate (the "Estate").
7. As of the Petition Date, the Debtor listed no significant assets and more than \$33 million in liabilities. To date, the claims register reflects approximately \$40 million in claims against the estate.
8. The Debtor stopped operating in July 2008 and the involuntary petition was filed against the Debtor on April 7, 2009. In the waning 22 months of the Debtor’s operations, approximately \$40,000,000 was either transferred to various insiders, equity interest holders, or Amegy Bank. N.A. Without these transfers, the estate’s \$40,000,000 in claims filed in the Bankruptcy Case could likely be paid in full.
9. On April 28, 2011, the Trustee initiated an adversary proceeding against several defendants to avoid and recover claims asserted against the Defendants. (the “Adversary”). That case was pending as Adversary Proceeding Case No. 11-03191, until

the reference was withdrawn to the Federal District Court. That Adversary is now pending before the Honorable Lee Rosenthal as Civil Case No. 4:11-cv-03700 (“District Court Case”).

10. The Defendants filed an answer denying liability and asserting numerous affirmative defenses to the Trustee’s claims. The District Court entered a scheduling order in the District Court Case, requiring the parties to mediate before November 2012. As a result, the Trustee and the Defendants mediated in November 2012. No agreement was reached at that time.
11. After the November 2012 mediation, the Trustee and the Defendants engaged in substantial discovery, including: (i) conducting numerous fact witness depositions; (ii) exchanging documents and written discovery; (iii) designating experts; and (iv) conducting expert witness depositions. Additionally, the Trustee has filed and responded to many motions for summary judgment as well as motions regarding the exclusion of experts and/or their testimony.
12. The District Court has now entered judgment in favor of the estate and against John Speer. The damage award is over \$12,000,000.00. These funds have not been collected at this time but collection efforts will begin soon.
13. This motion proposes to distribute \$1.2 million was derived from proceeds received from settlements but held back during the first interim distribution in case the estate had a tax liability. The Bankruptcy Court has now determined that the estate does not have tax liability.

**Important Information Regarding
the Second Interim Distribution and the Estate**

14. **Justification for an Interim Report as opposed to a Final Report:** It will be years before a final report can be filed in this case. This bankruptcy was originally filed in April 2009. Since that time the estate's litigation has resulted in recoveries in excess of \$10 million. The bulk of the funds, \$9.3 million, were received in February 2014. The creditors can benefit from a partial distribution of the funds on hand. There is no benefit to the creditors to let this money sit in an estate. There are additional sources of funds. The estate obtained a judgment against John Speer. It could take years to collect the judgment. The estate cannot be closed until collection efforts against John Speer are resolved and a tract of land the estate owns in Galveston County is liquidated,. The estate currently has a contract on that tract for \$1,000,000.00. Once due diligence is completed, which is estimated to be mid May, the estate can close on that sale. However, an adversary proceeding was filed by Decker Oaks claiming a lien against the property. A settlement between the estate and Decker Oaks is being discussed in which Decker Oaks will receive \$500,000 as a settlement of its entire claim against the Royce Homes estate. Attorney fees for the recovery of the property will also be deducted from the proceeds of the sale. The estate may not realize much beyond the payment of Decker and the attorney fees but creditors will benefit in that a multimillion potential unsecured claim will be resolved and not compete for distribution funds for unsecured creditors.
15. After this distribution, the estate will retain \$1,098,906.91 which includes anticipated costs of the estate and funds reserved for unsecured and priority creditors not paid through the first interim distribution nor this interim distribution.

16. **Final Distribution and Case Closure:** A final distribution and case closing cannot occur until the estate completes:
- a. The collection actions against John Speer.
 - b. The estate closes the sale on the Galveston property.
 - c. All administrative matters of the estate are resolved including claim objections and any other litigation that is required to fully liquidate assets.

Analysis of the Distributions

17. **Receipts to Date:** \$10,682,146.90

18. **Disbursements:**

a. **Prior to the Second Interim Distribution:** \$8,386,879.67

b. **From the second interim Distribution:** \$ 868,805.31

TOTAL DISTRIBUTIONS: \$9,255,684.98

19. **Trustee Compensation:**

a. **From Total Distributions through 4/13/15:** \$ 300,920.55

b. **Paid for first interim Distribution:** \$ 262,521.79

c. **Net Compensation remaining:** \$ 38,398.79

d. **Plus Expenses (See Exhibit E):** \$ 2,372.23

e. **Total Compensation and Expenses:** \$ 40,770.99

20. **Projection of Future Receipts and Expenses:**

a. **Receipts:**

- | | | |
|-----|--------------------|-----------------------------|
| i. | John Speer | Unknown |
| ii. | Galveston Property | \$1,000,000.00 ¹ |

b. **Estimated Expenses:**

- | | | |
|------|------------------------|---------------|
| i. | Other Admin Expenses | \$ Unknown |
| ii. | Additional Expert Fees | \$ 500,000.00 |
| iii. | Additional Hold Back | \$ 503,677.90 |

21. **Proposed Second Interim Distribution:** See Exhibit D

The Trustee will distribute \$1,164,000.00 to timely filed general unsecured claims representing a 3.78% distribution. This is in addition to the previous 7.43% distribution from the first interim distribution. This makes a total distribution of 11.21%.

Miscellaneous Provisions

22. Information regarding these distributions can be obtained by contacting the Trustee, Rodney Tow, 26219 Oak Ridge Drive, The Woodlands, Texas 77380; (281)681-9100; rtow@towkoenig.com.
23. Objections and requests for hearing before the Bankruptcy Judge, if any, as to the above distributions, shall be in writing and filed with the clerk of the Bankruptcy Court and

¹The contract on this property is for \$1,000,000.00. Even if it closes, the Trustee anticipates minimal funds will be available after the payment of the proposed settlement to Decker Oaks and attorney fees.

served upon the Trustee. Any objections not timely filed and served may be deemed waived.

Rodney Tow, Trustee, moves this Court to grant this Trustee's Second Motion to Authorize Interim Distribution to Unsecured Creditors, and for such other and further relief that he may be justly entitled.

Respectfully submitted this 13th day of April, 2015.

Rodney Tow, PLLC.

By: /s/ Rodney Tow
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CERTIFICATE OF SERVICE

I certify that a true and correct copy of the foregoing was served by CertificateofService.com, upon all of the parties on the attached service list via either ECF Notification or by first class mail, proper postage affixed, on this the 13th day of April, 2015.

/s/ Rodney Tow
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